

UNITED STATES BANKRUPTCY COURT  
**SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation  
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

ABN AMRO BANK N.V. (presently known as  
THE ROYAL BANK OF SCOTLAND, N.V.),

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 10-05354 (SMB)

**DECLARATION OF MICHAEL S. FELDBERG IN SUPPORT OF  
ABN AMRO BANK N.V.'s (PRESENTLY KNOWN AS THE ROYAL BANK OF  
SCOTLAND, N.V.) MEMORANDUM OF LAW IN OPPOSITION TO THE  
TRUSTEE'S MOTION FOR LEAVE TO FILE A  
SECOND AMENDED COMPLAINT**

Pursuant to 28 U.S.C. § 1746, I, Michael S. Feldberg, declare the following:

1. I am an attorney admitted to practice before this Court and am a partner with Allen & Overy LLP, counsel for defendant ABN AMRO Bank N.V. (*presently known as the Royal Bank of Scotland N.V.*) ("ABN/RBS"), in the above-captioned adversary proceeding.

2. I respectfully submit this declaration in support of ABN/RBS's Memorandum of Law in Opposition to the Trustee's Motion for Leave to File a Second Amended Complaint and in order to place before the Court the following exhibits attached hereto.

3. Attached hereto as Exhibit A is a true and correct copy of the Original Confirmation Letter between Rye Select Broad Market XL Portfolio, Ltd. and ABN AMRO Bank, N.V. for the Cash-settled Index Swap Transaction dated September 1, 2006 ("Offshore Swap Confirmation").

4. Attached hereto as Exhibit B is a true and correct copy of the Confirmation Letter between Rye Select Broad Market XL Fund, LP and ABN AMRO Bank, N.V. for the Cash-settled Index Swap Transaction dated November 1, 2007 ("Onshore Swap Confirmation").

5. Attached hereto as Exhibit C is a true and correct copy of the Confirmation Letter between Santa Clara II Fund and ABN AMRO Bank, N.V. for the Call Option Transaction, with the Reference Fund defined as Harley International (Cayman) Limited dated February 14, 2008 ("Harley Call Option Confirmation").

6. Attached hereto as Exhibit D is a true and correct copy of the Supplemental Memorandum Of Law In Support of Motion to Dismiss on Behalf of Leverage Providers, filed August 10, 2012 in Case No. 12-MC-00115, Dkt. No. 287, in support of the Consolidated Brief on Behalf of Subsequent Transferee Defendants Responding to the Good Faith Standard Issues Raised by Order of the Court Dated June 23, 2012, filed July 20, 2012, Dkt. No. 242 (the "Subsequent Transferee Good Faith Brief").

7. Attached hereto as Exhibit E is a true and correct copy of the Side Confirmation Letter between Rye Select Broad Market XL Portfolio, Ltd. and ABN AMRO Bank, N.V. dated September 1, 2007 (“2007 Offshore Side Letter”), confirming the amended terms and conditions of the Cash-settled Index Swap Transaction entered into on September 1, 2006 pursuant to the Offshore Swap Confirmation.

8. Attached hereto as Exhibit F is a true and correct copy of the Rye Select Broad Market Portfolio Limited Supplement to Amended and Restated Prospectus Relating to the Private Offering of Class D Shares dated September 1, 2006 (“2006 Onshore Class D Prospectus”).

9. Attached hereto as Exhibit G is a true and correct copy of the Letter Agreement between Rye Select Broad Market Fund, LP. and ABN AMRO Bank, N.V. dated November 1, 2007 (“2007 Onshore Letter Agreement”), entered into in connection with the purchase by ABN AMRO Bank, N.V. of limited partnership interests in Rye Select Broad Market Fund, LP.

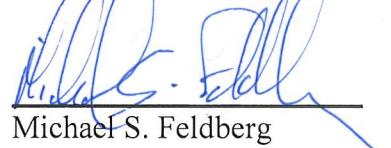
10. Attached hereto as Exhibit H is a true and correct copy of the Amended Complaint filed in *Picard v. Katz*, No. 10-05287 (Bankr. S.D.N.Y. Mar. 18, 2011), ECF No. 34.

11. Attached hereto as Exhibit I is a true and correct copy of the Rye Select Broad Market Fund, L.P. Amended and Restated Limited Partnership Agreement dated July 1, 2006 (“2006 Amended and Restated Onshore LP Agreement”).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 9, 2019  
New York, New York

Respectfully submitted,



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*Attorneys for Defendant ABN AMRO Bank N.V.  
(presently known as The Royal Bank of Scotland  
N.V.)*